



House of Representatives

General Assembly

File No. 723

January Session, 2013

House Bill No. 6586

House of Representatives, May 6, 2013

The Committee on Judiciary reported through REP. FOX, G. of the 146th Dist., Chairperson of the Committee on the part of the House, that the bill ought to pass.

AN ACT ELIMINATING THE FILING FEES ASSOCIATED WITH THE TERMINATION OR DISSOLUTION OF CERTAIN BUSINESS ENTITIES.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Subsection (a) of section 33-617 of the general statutes is
2 repealed and the following is substituted in lieu thereof (*Effective*
3 *October 1, 2013*):

4 (a) The Secretary of the State shall charge and collect the following
5 fees for filing documents and issuing certificates and remit them to the
6 Treasurer for the use of the state: (1) Filing application to reserve,
7 register, renew or cancel registration of corporate name, sixty dollars;
8 (2) filing transfer of reserved corporate name, sixty dollars; (3) filing
9 certificate of incorporation, including appointment of registered agent,
10 one hundred dollars; (4) filing change of address of registered agent or
11 change of registered agent, fifty dollars; (5) filing notice of resignation
12 of registered agent, fifty dollars; (6) filing amendment to certificate of
13 incorporation, one hundred dollars; (7) filing restated certificate of
14 incorporation, one hundred dollars; (8) filing certificate of merger or

15 share exchange, sixty dollars; (9) filing certificate of correction, one
16 hundred dollars; (10) filing certificate of surrender of special charter
17 and adoption of general certificate of incorporation, one hundred
18 dollars; (11) [filing certificate of dissolution, fifty dollars; (12)] filing
19 certificate of revocation of dissolution, fifty dollars; [(13)] (12) filing
20 annual report, one hundred fifty dollars except as otherwise provided
21 in sections 33-953 and 33-954; [(14)] (13) filing application of foreign
22 corporation for certificate of authority to transact business in this state
23 and issuing certificate of authority, one hundred dollars; [(15)] (14)
24 filing application of foreign corporation for amended certificate of
25 authority to transact business in this state and issuing amended
26 certificate of authority, one hundred dollars; [(16) filing application for
27 withdrawal of foreign corporation and issuing certificate of
28 withdrawal, one hundred dollars; (17)] (15) filing application for
29 reinstatement, one hundred fifty dollars; [(18)] (16) filing a corrected
30 annual report, one hundred dollars; and [(19)] (17) filing an interim
31 notice of change of director or officer, twenty dollars.

32 Sec. 2. Subsection (a) of section 33-1013 of the general statutes is
33 repealed and the following is substituted in lieu thereof (*Effective*
34 *October 1, 2013*):

35 (a) The Secretary of the State shall charge and collect the following
36 fees for filing documents and issuing certificates and remit them to the
37 Treasurer for the use of the state: (1) Filing application to reserve,
38 register, renew or cancel registration of corporate name, sixty dollars;
39 (2) filing transfer of reserved corporate name, sixty dollars; (3) filing a
40 certificate of incorporation, including appointment of registered agent,
41 twenty dollars; (4) filing change of address of registered agent or
42 change of registered agent, twenty dollars; (5) filing notice of
43 resignation of registered agent in duplicate, twenty dollars; (6) filing
44 certificate of amendment to certificate of incorporation, twenty dollars;
45 (7) filing restated certificate of incorporation, twenty dollars; (8) filing
46 certificate of merger, twenty dollars; (9) filing certificate of correction,
47 twenty dollars; (10) filing certificate of surrender of special charter and
48 adoption of certificate of incorporation, twenty dollars; (11) [filing

49 certificate of dissolution, twenty dollars; (12)] filing certificate of
50 revocation of dissolution, twenty dollars; [(13)] (12) filing annual
51 report, fifty dollars; [(14)] (13) filing application of foreign corporation
52 for certificate of authority to conduct affairs in this state and issuing
53 certificate of authority, forty dollars; [(15)] (14) filing application of
54 foreign corporation for amended certificate of authority to conduct
55 affairs in this state and issuing amended certificate of authority, forty
56 dollars; [(16)] filing application for withdrawal of foreign corporation
57 and issuing certificate of withdrawal, forty dollars; (17)] (15) filing
58 certificate of reinstatement, including appointment of registered agent,
59 one hundred ten dollars; [(18)] (16) filing a corrected annual report,
60 fifty dollars; and [(19)] (17) filing an interim notice of change of
61 director or officer, twenty dollars.

62 Sec. 3. Subsection (a) of section 34-38n of the general statutes is
63 repealed and the following is substituted in lieu thereof (*Effective*
64 *October 1, 2013*):

65 (a) The Secretary of the State shall receive, for filing any document
66 or certificate required to be filed under sections 34-10, 34-13a, 34-13e,
67 34-32, 34-32a, 34-32c, 34-38g and 34-38s, the following fees: (1) For
68 reservation or cancellation of reservation of name, sixty dollars; (2) for
69 a certificate of limited partnership and appointment of statutory agent,
70 one hundred twenty dollars; (3) for a certificate of amendment, one
71 hundred twenty dollars; (4) for a certificate of merger or consolidation,
72 sixty dollars; (5) [for a certificate of cancellation, sixty dollars; (6)] for a
73 certificate of registration, one hundred twenty dollars; [(7)] (6) for a
74 change of agent or change of address of agent, twenty dollars; [(8)] (7)
75 for a certificate of reinstatement, one hundred twenty dollars; and [(9)]
76 (8) for an annual report, twenty dollars.

77 Sec. 4. Subsection (a) of section 34-112 of the general statutes is
78 repealed and the following is substituted in lieu thereof (*Effective*
79 *October 1, 2013*):

80 (a) Fees for filing documents and issuing certificates: (1) Filing
81 application to reserve a limited liability company name or to cancel a

82 reserved limited liability company name, sixty dollars; (2) filing
83 transfer of reserved limited liability company name, sixty dollars; (3)
84 filing articles of organization, including appointment of statutory
85 agent, one hundred twenty dollars; (4) filing change of address of
86 statutory agent or change of statutory agent, fifty dollars; (5) filing
87 notice of resignation of statutory agent in duplicate, fifty dollars; (6)
88 filing amendment to articles of organization, one hundred twenty
89 dollars; (7) filing restated articles of organization, one hundred twenty
90 dollars; (8) filing articles of merger or consolidation, sixty dollars; (9)
91 [filing articles of dissolution by resolution, fifty dollars; (10)] filing
92 articles of dissolution by expiration, fifty dollars; [(11)] (10) filing
93 judicial decree of dissolution, fifty dollars; [(12)] (11) filing certificate of
94 reinstatement, one hundred twenty dollars; [(13)] (12) filing
95 application by a foreign limited liability company for certificate of
96 registration to transact business in this state and issuing certificate of
97 registration, one hundred twenty dollars; [(14)] (13) filing application
98 of foreign limited liability company for amended certificate of
99 registration to transact business in this state and issuing amended
100 certificate of registration, one hundred twenty dollars; [(15) filing
101 application for withdrawal of foreign limited liability company and
102 issuing certificate of withdrawal, one hundred twenty dollars; (16)]
103 (14) filing an annual report, twenty dollars; and [(17)] (15) filing an
104 interim notice of change of manager or member, twenty dollars.

105 Sec. 5. Subsection (a) of section 34-413 of the general statutes is
106 repealed and the following is substituted in lieu thereof (*Effective*
107 *October 1, 2013*):

108 (a) Fees for filing documents and processing certificates: (1) Filing
109 application to reserve a registered limited liability partnership name or
110 to cancel a reserved limited liability partnership name, sixty dollars; (2)
111 filing transfer of reserved registered limited liability partnership name,
112 sixty dollars; (3) filing change of address of statutory agent or change
113 of statutory agent, fifty dollars; (4) filing certificate of limited liability
114 partnership, one hundred twenty dollars; (5) filing amendment to
115 certificate of limited liability partnership, one hundred twenty dollars;

116 (6) [filing renunciation of status report, fifty dollars; (7)] filing
 117 certificate of authority to transact business in this state, including
 118 appointment of statutory agent, one hundred twenty dollars; [(8)] (7)
 119 filing amendment to certificate of authority to transact business in this
 120 state, one hundred twenty dollars; [(9) filing withdrawal of certificate
 121 of authority, one hundred twenty dollars; (10)] (8) filing an annual
 122 report, twenty dollars; and [(11)] (9) filing statement of merger, sixty
 123 dollars.

124 Sec. 6. Subsection (a) of section 34-509 of the general statutes is
 125 repealed and the following is substituted in lieu thereof (*Effective*
 126 *October 1, 2013*):

127 (a) The Secretary of the State shall charge and collect the following
 128 fees and remit them to the Treasurer for the use of the state: (1) For
 129 filing of an application for reservation of name, and application for
 130 renewal of reservation, or notice of transfer or cancellation of
 131 reservation pursuant to section 34-506, sixty dollars; (2) for filing of a
 132 certificate of trust, a certificate of amendment [,] or a restated certificate
 133 of trust, [or a certificate of cancellation,] one hundred twenty dollars;
 134 (3) for preparing and furnishing a copy of any certificate filed relating
 135 to a statutory trust: For each copy of each such document thereof
 136 regardless of the number of pages, forty dollars; for affixing his
 137 certification thereto, fifteen dollars; (4) for preparing and furnishing a
 138 certificate of existence or authorization, forty dollars; (5) for preparing
 139 and furnishing a certificate of existence or authorization reflecting any
 140 and all changes of name and the date or dates of filing thereof, eighty
 141 dollars; (6) for filing of a certificate of merger or consolidation, sixty
 142 dollars; and (7) for other services for which fees are not provided by
 143 the general statutes, the Secretary of the State may charge such fees as
 144 will in his judgment cover the cost of the services provided.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>October 1, 2013</i>	33-617(a)
Sec. 2	<i>October 1, 2013</i>	33-1013(a)

Sec. 3	<i>October 1, 2013</i>	34-38n(a)
Sec. 4	<i>October 1, 2013</i>	34-112(a)
Sec. 5	<i>October 1, 2013</i>	34-413(a)
Sec. 6	<i>October 1, 2013</i>	34-509(a)

JUD *Joint Favorable*

The following Fiscal Impact Statement and Bill Analysis are prepared for the benefit of the members of the General Assembly, solely for purposes of information, summarization and explanation and do not represent the intent of the General Assembly or either chamber thereof for any purpose. In general, fiscal impacts are based upon a variety of informational sources, including the analyst's professional knowledge. Whenever applicable, agency data is consulted as part of the analysis, however final products do not necessarily reflect an assessment from any specific department.

OFA Fiscal Note

State Impact:

Agency Affected	Fund-Effect	FY 14 \$	FY 15 \$
Secretary of the State	GF - Potential Revenue Loss	More than 400,000	More than 400,000

Municipal Impact: None

Explanation

The bill, which would eliminate fees associated with the termination or dissolution of certain business entities, is anticipated to result in a potentially significant revenue loss for the Secretary of the State (SOTS).

During each of the last two calendar years, 2011 and 2012, the Secretary of the State processed approximately 10,000 transactions that would be impacted by the bill. The fees for terminations, dissolutions, and withdrawals range from \$20 to \$120 with an average of \$73.

Though the revenue loss to the SOTS is dependent upon both the number and type of affected transactions, it is anticipated to be greater than \$400,000 in both FY 14 and FY 15.

The Out Years

The annualized ongoing fiscal impact identified above would continue into the future subject to inflation.

OLR Bill Analysis**HB 6586*****AN ACT ELIMINATING THE FILING FEES ASSOCIATED WITH THE TERMINATION OR DISSOLUTION OF CERTAIN BUSINESS ENTITIES.*****SUMMARY:**

This bill eliminates fees for certain Connecticut and out-of-state business entities filing documents with the secretary of the state to terminate or dissolve the entity or cease doing business in the state. Specifically, the bill eliminates the following filing fees:

1. \$50 for a stock corporation's certificate of dissolution;
2. \$100 for an out-of-state stock corporation's withdrawal application and the secretary issuing a withdrawal certificate;
3. \$20 for a non-stock corporation's certificate of dissolution;
4. \$40 for an out-of-state non-stock corporation's withdrawal application and the secretary issuing a withdrawal certificate;
5. \$60 for a limited partnership's certificate of cancellation, including an out-of state certificate;
6. \$50 for a limited liability company's (LLC) articles of dissolution;
7. \$120 for an out-of-state LLC's certificate of withdrawal;
8. \$50 for a limited liability partnership's (LLP) renouncing its status as an LLP;
9. \$120 for an out-of-state LLP's withdrawal of certificate of authority; and

10. \$120 for a statutory trust's certificate of cancellation, including out-of-state statutory trusts.

By law, these entities must still file these documents with the secretary.

EFFECTIVE DATE: October 1, 2013

BACKGROUND

Related Bill

SB 1123, reported favorably by the Judiciary Committee, eliminates the \$20 annual report filing fee for limited partnerships and LLCs that file these reports with the secretary of the state electronically.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable

Yea 44 Nay 0 (04/19/2013)